

APPENDIX 62

WYCKOFF HEIGHTS MEDICAL CENTER

BOARD OF TRUSTEES MEETING

DECEMBER 4, 2008

PRESENT:

Emil Rucigay, Esq. - Chairman
Vincent Arcuri
Andrew Boisselle
Fred T. Haller, III, Esq.
John H. Cook, Jr. Esq.
Vito J. D'Alessandro, M.D.
Rajiv Garg
Wah-chung Hsu
Harold McDonald
John D. Rucigay, Esq.
Gary Goffner
Frank Chiarello
Adam Figueroa
Edmondo Modica, M.D.

EXCUSED:

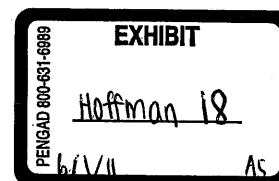
Victoria Cook, Esq.
Albert Wiltshire
Herman Hochberg
A.C. Rao, M.D.

ADMINISTRATION:

John Lavan - Chief Restructuring Officer
Karen Carey - V.P. Regulatory Services
David Hoffman, Esq. - Legal Counsel
Maggie Pelkowski, R.N. - Nursing
William Thelmo, M.D. - Medical Board President
E. Kenneth Freiberg, D.O. - Vice President-Medical Education
Ray Watson - Fire and Safety Officer
Pradeep Chandra, M.D. - Medical Director
Calogero Tumminello, M.D. - Medical Staff Society President

Mr. Rucigay called the meeting to order at 4 p.m. and began with an Executive Session of the Board of Trustees to discuss the compensation of Mr. Rajiv Garg as Interim President and Chief Executive Officer of Wyckoff Heights Medical Center.

Mr. Rucigay discussed the contributions of Mr. Garg since his appointment including the long hours he is dedicating on a daily basis in an effort to improve the financial stability of the organization. Mr. Rucigay went on to recommend that Mr. Garg be provided a salary of \$40,000 per month retroactive to his original appointment date of November 6, 2008. In addition, Mr. Rucigay recommended that Mr. Garg's appointment be extended



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to 180 days due to the fact that the actions needed to correct the financial condition of Wyckoff will take at least 6 months.

The issue of compensation and extension of the appointment of Rajiv Garg was presented to the full Wyckoff Board of Trustees after which a vote was taken and Mr. Rucigay's recommendations were approved. It was agreed that Mr. Garg's appointment will be for 180 days and his compensation, which will be retroactive to November 6, 2008, will be \$40,000 per month.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED BY DR. D'ALESSANDRO, ALL IN FAVOR, THE BOARD OF TRUSTEES UNANIMOUSLY VOTED TO APPROVE THE ABOVE RECOMMENDATION.

Mr. Rucigay stated that he will speak to Mr. Garg regarding this offer.

At Mr. Rucigay's invitation, Mr. Lavan, Chief Restructuring Officer reported on the first meeting of the Joint Planning Committee with North Shore LIJ Health System which was held yesterday. He provided an update on the Caritas situation. Mr. Lavan reported that there was a great deal of discussion regarding physical plant options. The health care delivery in the central Queens was discussed and it was noted that the only two hospitals in that borough which are currently doing well financially are North Shore LIJ and New York Hospital of Queens. Mr. Lavan explained the options that are currently being considered by North Shore. He went on to say that North Shore is also looking at the Manhattan Hospitals in terms of the patients they are attracting from Queens. One option being considered is the demolition of St. John's Hospital, the possibility of purchase of the adjoining Sears property and the building of a new 450 bed hospital. He stated that it is North Shore's belief that a new hospital built in close proximity to the Long Island Expressway would be a tremendous asset in attracting patients particularly since Queens Blvd. is the last subway stop before Manhattan.

Mr. Lavan stated that Caritas has been surviving because of the State assistance it is receiving for the last year or so, but he pointed out that this assistance will not go on indefinitely, especially since the State is experiencing its own financial problems.

The possibility of a Caritas bankruptcy was discussed as well as the impact it would have on Wyckoff. A Caritas filing would impact Wyckoff's Graduate Medical Education, the education of the Medical Students and vendor obligations. Lively discussion ensued regarding the impact this would have on Wyckoff if this should happen.

Mr. Lavan stated that another meeting is scheduled for next Wednesday in Albany. Mr. Rucigay stated that what was agreed to at the end of the meeting was that the potential problems affecting the creditors of Wyckoff and Caritas and the inter-relationship be crystallized in a letter to the N.Y. State Department of Health. The letter will be formulated by Mr. Lavan and others involved in the meeting and sent to Albany prior to next Wednesday when the individuals at North Shore meet with the State. The

Department of Health would then get an overview of the problems at Caritas. Mr. Rucigay stated that in addition to that, we have made certain arrangements to meet with the Department of Health next Wednesday at 11 am to present to them the viewpoints of Wyckoff and Wyckoff's future and the necessity of guidance and cooperation by the State. He continued to say that this is a very complex situation.

In open discussion the issue of Caritas closure vs. bankruptcy was discussed by the Board Members. Mr. Hoffman advised the Board of Trustees of the major contractual obligations of Wyckoff, the temporary Nursing Agency, Medical School training (off shore Medical School, the Non-Union Pension, and Meditech. Mr. Rucigay advised the Board of Trustees that we have engaged a Law Firm strictly to protect the interests of Wyckoff in the event of a Caritas bankruptcy.

Mr. Rucigay advised the Board of Trustees that he has a copy of North Shore LIJ's proposal for Caritas and it will be made available to any Board Member wishing to read it.

The regular Board Meeting was then called to order.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING:

ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED BY MR. COOK, ALL IN FAVOR, THE MINUTES OF THE PREVIOUS MEETING OF NOVEMBER 6, 2008 WERE APPROVED BY THE MEDICAL BOARD.

FIRE AND SAFETY REPORT:

Mr. Raymond Watson presented an overview of Fire and Safety practices to include a Fire Safety Systems Matrix. He stated that the Fire and Safety team, in conjunction with Wyckoff's Engineering Department continues to monitor the building maintenance program to effectively maintain the life safety features of the hospital. Mr. Watson informed the Board Members that through scheduled preventative maintenance work orders and contracted vendor inspections, we continue to meet the 95% threshold for all fire protection equipment used to safeguard the hospitals in the event of a fire. All FPE inspections are tracked monthly via the engineering's facility center computer system.

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Hazard surveillance tours are conducted on a weekly basis throughout the year. All patient care floors are inspected every six months and non-patient areas once a year. Mr. Watson also advised the Board Members that all construction projects are pre-assessed via infection control, risk assessment and interim life safety guidelines to determine if any life safety measures or infection control issues are at risk.

Mr. Watson then reviewed the fire codes and the correct use of the fire extinguishers with the Board Members. He advised the Board Members that the FDNY Ladder Company responds to our emergencies,

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Mr. Rucigay thanked Mr. Watson for his report.

SELF EVALUATIONS OF THE BOARD OF TRUSTEES:

Mr. Hoffman presented the results of the Board Self-Evaluations for 2008. (Appended to the Board packages).

Mr. Hoffman read the comments made by the Board Members and stated that one Trustee noted that "the Board needs more ethnically diverse membership". Mr. Hoffman stated that the GNYHA has a program that we will participate in to identify and solicit Trustees with more ethnic backgrounds.

Another Trustee commented that "the New York State Health Code should be distributed and discussed by the Board". Mr. Hoffman stated that an Audit and Compliance Committee Meeting was conducted just prior to this meeting and conducted an orientation for Board Members. This will be an agenda item for a future meeting of the Board.

Mr. Hoffman commented that "our Board Chairman showed excellent judgment and leadership during our recent crisis". The Board Members agreed with this comment.

In open discussion, Mr. Rucigay stated that Dr. Tumminello had mentioned on several occasions that we have a large territory to explore in terms of recruitment of physicians and Board Members, which is Greenpoint. The ethnic makeup of that area is Slavic and should be explored. He also mentioned that we should also make efforts to recruit Hispanic physicians and Board Members. Mr. Rucigay stated that he has called a few individuals who could help us to reach out to those individuals, however, he is waiting for a response. He recommended that we continue in these efforts.

REPORT OF THE C.E.O.:

Mr. Garg provided the Board of Trustees with an overview of his report. (APPENDED TO THE MINUTES). Highlights of the report are as follows:

Radiology:

Mr. Garg announced that Wyckoff's Sonogram Department achieved re-accreditation from the American College of Radiologists. The MRI unit was closed for replacement of

the magnet. During this interval, a portable unit was utilized. Construction in the previous file room area has begun to bring mammography into the radiology department.

Laboratory:

The requirements for successful LT. communication with the NYC and NYS Health Departments for mandatory reporting of MRSA, Strep Pneumococcus and Legionella were completed. Mr. Garg announced that successful completion resulted in a \$20,000 grant from the State.

Nursing:

Wyckoff's Nursing Department announced the recent appointment and promotion of Ms. Rosetta Melvin, Patient Care Manager, South 5 to Director of Nursing, Medical/Surgical. Ms. Melvin replaced Ms. Catherine Concert, who resigned last summer. In addition, Ms. Margaret Pelkowski, Director of Maternal Child was appointed to Acting Vice President of Nursing, a replacement for Ms. Jennifer Kirby who resigned last month.

Ambulatory Services:

Wyckoff's Department of Pediatrics has established a new Autism Clinic. The Clinic began seeing Autism patients in November 2008. Family Medicine established the Mastronardi Family Health Clinic in the main campus of Wyckoff. The clinic recorded more than 800 patient visits since its July opening with 26 inpatient admissions and a number of specialty and ancillary referrals. Furthermore, the Accreditation Council for Graduate Medical Education (ACGME), which governs allopathic physician residency training programs, has just approved the use of this clinic to train Family Medicine residents.

In open discussion, Mr. Haller requested an update on Billing and Collections. Mr. Garg replied that a corrective action plan is in place and increase in collections will be evident in the next two to three months.

The issue of admission of patients on off hours, in terms of insurance verification, was discussed. Mr. McDonald stated that there is "pending authorization" for patients presenting during off hours (late in the evening and weekends). The insurance carriers are notified of the admission the following day.

Upcoming layoffs were discussed and Mr. McDonald stated that NYSNA has been given notice. There is 45 day notice requirement for the NYSNA. Talks were held with 1199 Union representatives and those notices will go out next week. Mr. Lavan stated that we need to think about a severance policy for non union employees.

TREASURER'S REPORT:

PROFESSIONAL RELATIONS:

**ORGANIZATIONAL IMPROVEMENT COMMITTEE (OPEC) REPORT:
(APPENDED TO THE MINUTES)**

Ms. Carey presented a summary of OPEC activities August – October 2008.

N.Y.S. Department of Health (DOH) CMS:

Cancer Registry – OPEC was informed of the receipt of a DOH letter accepting our final Death Certificate Only (DCO) reconciliation report for patients who expired during 2006. The Committee commended the Tumor Registrar for her competent handling of the program.

W.I.C. Program – The DOH sent notice of their acceptance of the FFY 2009 Nutrition Services Management Plan and Self-Assessment (NSMP) for the Women, Infant and Children's Program (WIC).

Site Visit – Follow-Up was scheduled with the Department of Health to ascertain the date of the 1610 DeKalb site visit. It is anticipated that at the time the site is reviewed, the surveyors will also conduct an onsite validation resurvey.

S.A.F.E. Program – The Sexual Assault Forensic Examination program standards were reviewed to determine the requirements necessary to qualify for SAFE status. The DOH is seeking to award temporary status to select hospitals and it is anticipated that we could obtain this temporary designation. The financial benefits of this program were reviewed and OPEC reiterated that from a psychosocial viewpoint, this was the best action for our patients. Staff members were scheduled to attend a three day training session that will be followed by an online certification session to support anticipated implementation of the SAFE program at Wyckoff. The program start date is expected to be January 1, 2009. An application was submitted and an onsite survey will follow.

Ms. Carey reported that OPEC addressed changes to the published 2009 Joint Commission standards. The hospital manual was completely overhauled with a new standards numbering system and the addition of five new chapters for Emergency Management, Life Safety, Record of Care, Treatment and Services, Waived Testing and Transplant Safety.

Mr. Rucigay thanked Ms. Carey for her report.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED BY MR. FIGUEROA, ALL IN FAVOR, THE REPORT OF THE OPEC COMMITTEE WAS APPROVED TO INCLUDE THE ACTIONS/RECOMMENDATIONS OF THE COMMITTEE.

QUALITY MANAGEMENT AND PATIENT SAFETY COMMITTEE:

Ms. Carey presented the committee reports of August, September and October 2008. (APPENDED TO THE MINUTES). Highlights of the reports are as follows:

Ms. Carey stated that the HIM, Case Management and Patient Access departments are addressing how to identify and flag 30 day readmission cases so that there is a continuation of care by the Attending of record from the first admission.

CMS/DOH Validation Survey – Ms. Carey mentioned that the committee was updated that official notification was received from the Department of Health via a letter stating that no deficiencies were found with the Title-18 Validation Re-visit Survey of August 4, 2008. The letter also noted that no Plan of Correction (POC) was needed. However, monitoring of POC's needs to be continued. No official deficiency report has been received.

Ms. Carey urged the Board of Trustees to read the reports in their entirety at their leisure. She stated that she will be available to answer any questions that arise from the reports.

Mr. Rucigay thanked Ms. Carey for her report.

ACTION/RECOMMENDATION: ON A MOTION PRERPLY MADE BY MR. COOK, SECONDED BY DR. MODICA, ALL IN FAVOR, THE REPORT OF THE QUALITY MANAGEMENT AND PATIENT SAFETY COMMITTEE WAS APPROVED TO INCLUDE THE ACTIONS/RECOMMENDATIONS OF THE COMMITTEE.

MEDICAL BOARD REPORT:

Dr. Thelmo presented the Executive Summary of the Medical Board Meeting of November 18, 2008

1. **Clinical Department Reports** – The Chairmen of the following clinical departments have submitted reports and are in compliance with Quality Management and Medical Board's quarterly reporting schedule:

Emergency Medicine
Pathology
Radiation Oncology
Pediatrics

2. **Committee Reports** – The following Medical Board Committees have submitted reports and are compliant with the Quality Management and Medical Board's quarterly reporting schedule:

Credentials Committee
Infection Control Committee
Peri-Operative Services Committee
Quality Management & Patient Safety Committee

3. The Medical Board requests the approval of the Credentials Committee report of the November 12, 2008. (Minutes appended to the Board packages).

Mr. Rucigay thanked Dr. Thelmo for his report.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY DR. D'ALESSANDRO, SECONDED BY MR. FIGUEROA, ALL IN FAVOR, THE CREDENTIALS COMMITTEE REPORT OF NOVEMBER 12, 2008 WAS APPROVED BY THE BOARD OF TRUSTEES.

GRADUATE MEDICAL EDUCATION:

Dr. Freiberg submitted a summary of Graduate Medical Education activities for the time period June – December 2008.

On November 6, 2008, the American Osteopathic Association granted three years continuing approval of the General Surgery training program.

A site visit by a field representative of the ACGME has been scheduled for March 3, 2009 for the Department of Internal Medicine.

Effective July 8, 2008 the ACGME granted approval of the Mastronardi Family Medicine Center. The Center will be verified by a tour of the new facility at the time of the next site visit.

An Intern/Resident photo Directory for the 2008-2009 academic year was prepared by the Department of Medical Education and the Department of Multimedia Services. The directory can be accessed from the Wyckoff Infonet.

The 2009 Intern/Resident graduation will be held at the North Hills Country Club on June 13, 2009.

Mr. Rucigay thanked Dr. Freiberg for his report.

CONSULTATIONS, CONTRACTUAL ARRANGEMENTS AND OTHER AGREEMENTS:

Mr. McDonald presented a list of consultations, contractual arrangements and other agreements with Wyckoff Heights Medical Center which were discussed by the Board Members. (APPENDED TO THE BOARD PACKAGES).

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. COOK, SECONDED BY MR. HALLER, THE CONSULTATIONS, CONTRACTUAL ARRANGEMENTS AND AGREEMENTS WERE APPROVED BY THE BOARD OF TRUSTEES.

Mr. Rucigay thanked Mr. McDonald for his report.

Mr. Rucigay then wished the Board Members a very happy holiday season and reminded them that the next Board Meeting will be held on January 8, 2009.

ADJOURNMENT: THERE BEING NO FURTHER BUSINESS TO DISCUSS, ON A MOTION PROPERLY MADE BY DR. MODICA, SECONDED BY MR. HALLER, ALL IN FAVOR, THE MEETING ADJOURNED AT 6 P.M.

RESPECTFULLY SUBMITTED:

APPROVED BY:

**PATRICIA MILLSPAUGH
EXECUTIVE SECRETARY**

**EMIL RUCIGAY, ESQ.
CHAIRMAN**

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